

# HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

VIA AIR COURIER

0-169A005

June 15, 1990

Ms. Mildred Lee  
Recordations Unit  
Interstate Commerce Commission  
12th & Constitution Avenue, N.W.  
Washington, D.C. 20423

16893  
RECORDATION NO. FILED 1425

JUN 18 1990 -12 50 PM

INTERSTATE COMMERCE COMMISSION

JUN 16 12 42 PM '90  
RECORDATION UNIT

Dear Ms. Lee:

Enclosed are three Memorandum of Lease of Railroad Equipment dated as of May 8, 1990 between the following parties:

Lessor: First Security State Bank  
One East Fourth Street  
Cincinnati, Ohio 45269


Lessee: SouthRail Corporation  
Post Office Box 1232  
Jackson, MS 39215-1232

The equipment involved in this transaction is as follows:

Equipment: Forty-five (45) 52'6" 100 ton gondolas  
See Annex A for Car Numbers

Please file this agreement as a primary document. The filing fee of \$15 is enclosed. Thank you.

Sincerely,

  
Karen M. Staudenmaier  
Fleet Operations Administrator

KMS:rc  
f:\wp\working\karen\lee

**Interstate Commerce Commission**  
Washington, D.C. 20423

6/28/90

OFFICE OF THE SECRETARY

Karen M. Staudenmaier  
Helm Financial Corporation  
One Embarcadero Center  
San Francisco California 94111

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 6/18/90 at 12:50pm and assigned recordation number(s). 16893

Sincerely yours,



Noreta R. McGee  
Secretary

Enclosure(s)

RECORDATION NO 16893 FILED 1423

JUN 18 1990 - 12 50 PM

MEMORANDUM OF  
LEASE OF RAILROAD EQUIPMENT INTERSTATE COMMERCE COMMISSION

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT is intended to evidence the Lease of Railroad Equipment, dated as of April 10, 1990 (the "Lease") between First Security State Bank, trustee (the "Lessor"), and SouthRail, a subsidiary of MidSouth Corporation, a Delaware corporation (the "Lessee"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 of U.S.C. 11303. The Lessor is the owner of the gondolas, more fully described in Annex A hereto (the "Units"). The Lessee leased from the Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, the Lessor and the Lessee, each pursuant to due authority, have executed this Memorandum of Lease as of this 8th day of May 1990.

LESSOR

FIRST SECURITY BANK OF IDAHO,  
N.A. not in its individual  
capacity but solely as trustee

ATTEST:

Nancy M. D. M.  
Title: Trust Officer

By: Randy B. M. M. M.  
Title: Trust Officer

LESSEE

SOUTHRAIL, a subsidiary of  
MidSouth Corporation

ATTEST:

J. J. Graves  
Title: AVP Trans

By: H. J. Lahn  
Title: VP & CTO

**ANNEX A**

to

**Memorandum of Lease of Railroad Equipment**

**Dated April 10, 1990**

<u>Equipment Description</u>	<u># of Cars</u>	<u>Old Car #</u>
52'6" 100 ton gondolas	45	SR 15000
		15003
		15006
		15007
		15008
		15011
		15013
		15021
		15022
		15023
		15024
		15028
		15029
		15030
		15031
		15033
		15039
		15040
		15041
		15043
		15046
		15056
		15061
		15062
		15063
		15064
		15069
		15073
		15074
		15078
		15080
		15082
		15089
		15090
		15094
		15096
		15101
		15111
		15114
		15128

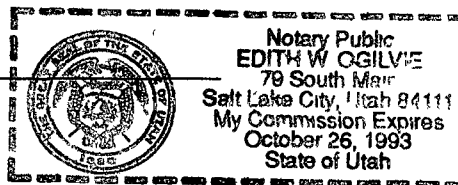
STATE OF Utah )  
COUNTY OF Salt Lake ) §

On this 5<sup>th</sup> day of June, 1990, before me personally appeared Randy R. Marchant, to me personally known, who, being by me duly sworn, says that he is Trust Officer of **FIRST SECURITY BANK OF IDAHO, N.A.**, that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Edith W Ogilvie  
Notary Public

My Commission Expires: \_\_\_\_\_

[Notarial Seal]



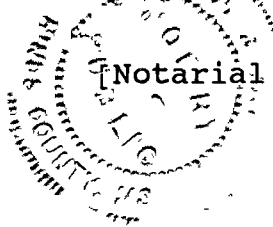
STATE OF Mississippi )  
COUNTY OF Hinds ) §

On this 8<sup>th</sup> day of May, 1990, before me personally appeared H I Salmons, to me personally known, who, being by me duly sworn, says that he is VP & CTO of **SOUTHRAIL**, a subsidiary of **MidSouth Corporation**, that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Danna R May  
Notary Public

My Commission Expires: My Commission Expires May 9, 1992

[Notarial Seal]



LEASES\FSB1-SMC.RLA